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7 UNITED STATES BANKRUPTCY COURT
8 NORTHERN DISTRICT OF CALIFORNIA

9 IN RE: CASE No. 10-12153
10 PROWEST MEDIA CORPORATION, CHAPTER 11
11 AMENDMENT TO DEBTOR'S CHAPTER 11
12 DEBTOR. / PLAN OF REORGANIZATION
13

14 PROWEST MEDIA CORPORATION, Debtor herein, amends the Plan filed
15 herein on July 7, 2010 as follows:

16 ARTICLE I

17 DEFINITIONS

18 1.16. Settlement Agreement and Mutual Release means the
19 Settlement Agreement and Mutual Release entered into by the Debtor,
20 Jim French Studios, and related parties, a copy of which is attached
21 hereto as Exhibit 1.

22 ARTICLE V

23 TREATMENT OF IMPAIRED CLASSES OF CLAIMS

24 5.02. Class 2 Claims are impaired. Holders of allowed
25 Class 2 Claims shall be paid an amount equal to such holders
26 interest in the Debtor's interest in the collateral as is agreed and
27 set forth in the terms of the Settlement Agreement and General
28 Release, Exhibit 1 hereto. Such holder shall retain its security

1 interest in the collateral as set forth in said Exhibit 1.

2 ARTICLE VII

3 MEANS FOR THE PLAN'S EXECUTION

4 7.04. Debtor shall further commence payments to the holder
5 of allowed Class 2 Claims in installments as provided in Exhibit 1
6 hereto.

7 7.05. Debtor shall cause A.P. No. 10-1080, entitled,
8 "Prowest v. French, et al. to be dismissed as provided in Exhibit 1.
9 Determination of secured claims pursuant to Section 506 of the Code
10 are agreed terms pursuant to the provisions of Exhibit 1 which shall
11 be binding on the parties.

12 7.06. All claims and causes of action against Jim French
13 Studio, Colt Studio, Colt Studios, Jim French, agents and attorneys,
14 including rights of set off are specifically provided for by the
15 terms of the Settlement Agreement and Mutual Release, Exhibit 1.
16 Confirmation of the Plan shall constitute approval of the terms of
17 said Exhibit 1 by the Court.

18 7.09. Debtor may object to claims as appropriate and all
19 rights of counterclaim and setoff as to any party filing a claim
20 against the estate are specifically reserved.

21 7.10. Deleted.

22 ARTICLE XI

23 MISCELLANEOUS

24 11.02. Effective Date. For purposes of all determinations
25 to be made pursuant to the Bankruptcy Code in respect to the Plan or
26 any Claim or Interest, the "effective date" of the Plan shall be
27 sixty days following the entry of the Order of Confirmation.
28 However, the initial installment(s) required to be paid pursuant to

1 the terms of Exhibit 1 shall be payable and paid pursuant to the
2 terms of Exhibit 1 regardless of the effective date for all other
3 determinations.

4 Dated: 1/14/11

DAVID N. CHANDLER, p.c.

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6 By: /s/David N. Chandler

DAVID N. CHANDLER,
Attorney for Debtor